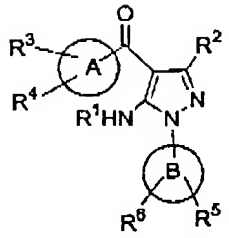
CLAIM LISTING

1. (Previously presented) A compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R^3 is selected from the group consisting of:

(a) optionally substituted heterocyclyl;

(b) heteroalkenyl;

(c) heteroalkynyl;

(d) optionally substituted heterocyclylalkyl;

(e) optionally substituted heterocyclylalkenyl;

(f) optionally substituted heterocyclylalkynyl;

(g) optionally substituted heterocyclylalkoxy, cyclyloxy or heterocyclyloxy;

(h) optionally substituted heterocyclylalkylamino;

(i) optionally substituted heterocyclylalkylcarbonyl;

(j) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or -$S(O)_n$- (where n is an integer from 0 to 2); and

BE [illegible] OLE CO[illegible]

R^9 is cyano, optionally substituted heteroaryl, -COOH, $-COR^{10}$, $-CONR^{12}R^{13}$, $-SO_2R^{14}$, $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$, where R^{10} is optionally substituted heterocyclyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(k) $-C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(CH_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(l) $-NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(m) $-CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(n) cycloalkylalkyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(o) arylaminoalkylene or heteroarylaminoalkylene;

(p) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;

(q) $-OC(O)$-alkylene-CO_2H or -OC(O)-NR'R" (where R' and R" are independently hydrogen or alkyl);

(r) heteroarylalkenylene or heteroarylalkynylene; and

(s) heteroalkylamino;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;
(b) halo;
(c) alkyl;
(d) haloalkyl;
(e) thioalkyl;
(f) hydroxy;
(g) amino;
(h) alkylamino;
(i) dialkylamino;
(j) heteroalkyl;
(k) optionally substituted heterocycle;
(l) optionally substituted heterocyclylalkyl;
(m) optionally substituted heterocyclylalkoxy;
(n) alkylsulfonyl;
(o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
(p) heteroalkoxy; and
(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;
(b) halo;
(c) alkyl; and
(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Currently Amended) The compound of Claim 1 wherein R^3 is:

(a) optionally substituted heterocyclyl;

~~(b) aryl or heteroaryl optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NHR'R''$ (where R' and R'' are independently hydrogen or alkyl);~~

(eb) heteroalkenyl;

(dc) heteroalkylamino;

(ed) optionally substituted heterocyclylalkyl or heterocyclyloxy;

(fe) optionally substituted heterocyclylalkenyl;

(gf) optionally substituted heterocyclylalkynyl;

(hg) optionally substituted heterocyclylalkoxy;

(ih) optionally substituted heterocyclylalkylamino;

(ji) optionally substituted heterocyclylalkylcarbonyl;

(kl)-Y-(alkylene)-R^9 where Y is a single bond -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14}, $-SO_2NR^{15}R^{16}$ $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl,

(lm) cycloalkylalkyl, and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(mn) arylaminoalkylene or heteroarylaminoalkylene; or

(no) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

3. (Original) The compound of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.

4. (Original) The compound of Claim 3 wherein A is phenyl.

5. (Original) The compound of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

6. (Original) The compound of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.

7. (Canceled)

8. (Canceled)

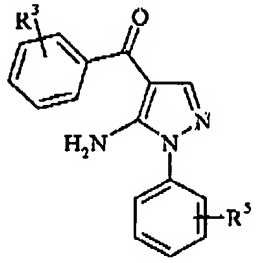
9. (Currently Amended) The compound of Claim 86, wherein R^3 is at the 3-position.

10. (Original) The compound of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.

11. (Original) The compound of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.

12-15. (Canceled)

16. (Previously presented) A compound selected from the group of compounds represented by the Formula:



wherein:

R^5 is halo or alkyl; and

R^3 is:

(a) heteroalkylamino;

(b) optionally substituted heterocyclylalkyl;

(c) optionally substituted heterocyclylalkoxy;

(d) optionally substituted heterocyclylalkylamino;

(e) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$-$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or

(f) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl;

(g) pyridinyl, N-oxidopyridinyl or pyridonyl; or

(h) sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

17-21. (Canceled)

22. (Previously Presented) The compound of Claim 16, wherein R^3 is heteroalkylamino.

23. (Previously presented) The compound of Claim 22, wherein R^3 is at the 3-position and is selected from the group consisting of 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.

24. (Canceled)

25. (Original) The compound of Claim 16, wherein R^3 is optionally substituted heterocyclylalkyl, optionally substituted heterocyclylalkoxy or optionally substituted heterocyclylalkylamino.

26. (Original) The compound of Claim 25, wherein R^3 is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-

oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl,4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino,4-hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.

27. (Canceled)

28. (Original) The compound of Claim 16 wherein R^3 is -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14},-$SO_2NR^{15}R^{16}$ -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl.

29. (Original) The compound of Claim 28, wherein Y is a single bond and R^9 is SO_2R^{14} or -$SO_2NR^{15}R^{16}$.

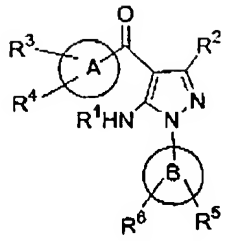
30. (Original) The compound of Claim 29 wherein R^3 is methylsulfonylethyl or sulfamoylethyl.

31. (Canceled)

32. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

33-38. (Canceled)

39. (Previously presented) A compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

A and B are simultaneously an aryl or a heteroaryl ring;

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

R^3 is:

(a) heteroalkylamino;

(b) optionally substituted heterocyclylalkyl;

(c) optionally substituted heterocyclylalkoxy;

(d) optionally substituted heterocyclylalkylamino;

(e) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ - $NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or

(f) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, or alkyl;

(g) pyridinyl, N-oxidopyridinyl or pyridonyl; or

(h) sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

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